

6

HAGOP T. BEDOYAN, CSB NO. 131285  
 JACOB L. EATON, CSB NO. 244834  
 CHRISTIAN D. JINKERSON, CSB NO. 232143  
 KALEB L. JUDY, CSB NO. 266909  
 KLEIN, DENATALE, GOLDNER,  
 COOPER, ROSENLIB & KIMBALL, LLP  
 5260 N. Palm Avenue, Suite 201  
 Fresno, California 93704  
 Telephone: (559) 438-4374  
 Facsimile: (559) 432-1847  
 Email: hbedoyan@kleinlaw.com; jeaton@kleinlaw.com

Proposed Attorneys for Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT**  
**EASTERN DISTRICT OF CALIFORNIA, FRESNO DIVISION**

In re:  
 JOHN VISSER and GRACE VISSER  
 Debtors-In-Possession.

Lead Case No. 12-17310-A-11  
 (Proposed)

Chapter 11  
 DC No.: KDG-14

(Proposed to be) jointly administered  
 with:

In re:  
 JOHN VISSER DAIRY, INC.,  
 Debtor-In-Possession.

Case No. 12-17311-A-11  
 DC No.: KDG-14

In re:  
 VISSER RANCH TRANSPORT, INC.,  
 Debtor-In-Possession.

Case No. 12-17312-A-11  
 DC No.: KDG-14

In re:  
 DAIRYMAN'S CALF RANCH, INC.,  
 Debtor-In-Possession.

Case No. 12-17313-A-11  
 DC No.: KDG-14

In re:  
 LARIAT DAIRY, INC.,  
 Debtor-In-Possession.

Case No. 12-17314-A-11  
 DC No.: KDG-14

1 In re:

2 GRACELAND DAIRY, INC.,

3 Debtor-In-Possession.

Case No. 12-17315-A-11  
DC No.: KDG-14

4 In re:

5 VISSER RANCH, INC.,

6 Debtor-In-Possession.

Case No. 12-17316-A-11  
DC No.: KDG-14

7 In re:

8 VISSER FARMS,

9 Debtor-In-Possession.

Case No. 12-17336-A-11  
DC No.: KDG-14

10 **■ Affects all Debtors**

11 ☐ Affects John Visser and Grace Visser  
12 only

13 ☐ Affects John Visser Dairy, Inc., only

14 ☐ Affects Visser Ranch Transport, Inc.,  
15 only

16 ☐ Affects Dairyman's Calf Ranch, Inc.,  
17 only

18 ☐ Affects Lariat Dairy, Inc., only

19 ☐ Affects Graceland Dairy, Inc., only

20 ☐ Affects Visser Ranch, Inc., only

21 ☐ Affects Visser Farms, only

**Date: October 3, 2012**

**Time: 1:30 p.m.**

**Place: United States Bankruptcy  
2500 Tulare Street, 5th Floor  
Department A, Courtroom 11  
Fresno, California**

**Judge: Honorable Fredrick E. Clement**

22 **DECLARATION OF GEORGE DEMOS IN SUPPORT OF MOTION BY DEBTORS**  
23 **FOR ORDER AUTHORIZING DEBTORS' EMPLOYMENT OF**  
24 **GLASSRATNER ADVISORY & CAPITAL GROUP, LLC**

25 I, GEORGE DEMOS, declare:

26 1. I am a certified turnaround professional (CTP) and a senior managing director  
27 for GlassRatner Advisory & Capital Group, LLC, a national advisory firm with offices in  
28 seven major cities ("GlassRatner"). I am over the age of eighteen and could and would testify  
as to the information contained here.

1           2.       The firm provides a variety of crisis management services for its clients in many  
2 industries including operating turnarounds, buy and sell-side financial advisory services, debt  
3 restructuring and bankruptcy services.

4           3.       I received a Bachelors of Arts in Business/Accounting from California State  
5 University Fullerton in 1981. A copy of my Curriculum Vitae is attached as Exhibit "B" to the  
6 supporting Exhibits. I maintain a personal office in Bakersfield California within the business  
7 offices of Klein, DeNatale.

8           4.       The professional services that GlassRatner is to render include: (a) assisting  
9 with the assessment, formulation or implementation of financial restructuring, (b) reviewing,  
10 evaluating, and participating in various negotiations with creditors, (c) preparing the Real  
11 Property Questionnaires, and (d) otherwise assisting in such matters as will aid in  
12 accomplishing the foregoing. The services to be rendered by GlassRatner are more fully  
13 described in the engagement letters dated August 22, 2012, and August 27, 2012, attached as  
14 Exhibit "A" to the *Exhibits in Support of Motion by Debtors for Order Authorizing Debtors'*  
15 *Employment of GlassRatner Advisory & Capital Group, LLC*. GlassRatner has been employed  
16 by Debtors and performing all financial advisory services required by Debtors in these  
17 proceedings since Debtors filed their Voluntary Petitions.

18           5.       Glass Ratner is familiar with the nature and complexities involved in the  
19 operation of the business conducted by Debtors.

20           6.       GlassRatner is experienced and qualified to perform the consulting services  
21 required by Debtors and their Chapter 11 estate.

22           7.       GlassRatner is willing to accept employment as the financial advisors for  
23 Debtors and their Chapter 11 estate on the basis set forth in the Motion filed herewith and  
24 subject to the provisions of 11 U.S.C. Section 328(a).

25           8.       I have reviewed the list of creditors and the list of persons employed in the  
26 office of the United States Trustee. To the best of my knowledge, GlassRatner has no  
27 connections with Debtors, their creditors, any other party in interest, or their attorneys and  
28

1 accountants, the United States Trustee, or any person employed by the United States Trustee  
2 except for its connections disclosed in Exhibit "A" attached hereto.

3 9. GlassRatner has no interest or represents no interest adverse to Debtors or their  
4 estates in any of the matters upon which it will be engaged.

5 10. I do not believe that an actual conflict of interest exists that prevents  
6 GlassRatner from performing professional services for Debtors and their Chapter 11 estate.  
7 But, GlassRatner will withdraw as the financial advisors for Debtors if such an actual conflict  
8 of interest arises.

9 11. Compensation to be paid to GlassRatner will be based on their normal and usual  
10 hourly billing rates as described below. I understand that any compensation paid to  
11 GlassRatner will be subject to court review and approval.

12 12. The normal and usual hourly billing rates charged by Glass Ratner are:

- 13 • Kerry Krisher \$450.00 per hour
- 14 • George Demos \$225.00 per hour
- 15 • Michael Shenk \$225.00 per hour
- 16 • Other Consultants \$175.00–\$350.00 per hour

17 13. Debtors paid pre-petition retainers to GlassRatner in the total amount of  
18 \$65,000.00.

19 14. Before Debtors' petition dates, GlassRatner applied \$21,330.00 to fees and  
20 costs incurred pre-petition, leaving a balance on the Vissers' petition date of \$43,670.00. The  
21 retainers will be used to pay fees and costs incurred by GlassRatner in connection with its  
22 representation of Debtors after application and approval by the Bankruptcy Court. GlassRatner  
23 claims a lien against the retainers which is perfected by possession under California law.  
24 GlassRatner will ask the Court to approve monthly payment procedures.

25 I declare under penalty of perjury that the foregoing is true and correct.

26 Date: September 12, 2012

27   
28 GEORGE DEMOS

**EXHIBIT A TO DECLARATION OF GEORGE DEMOS IN SUPPORT OF  
MOTION BY DEBTOR FOR ORDER AUTHORIZING DEBTORS' EMPLOYMENT  
OF GLASSRATNER - CONNECTIONS**

- a. **Connections with the Trustee:** There are no trustees appointed in these cases.
- b. **Connections with Debtor(s):** GlassRatner has no known connections to Debtors and has not acted as an examiner in any of Debtors' cases.
- c. **Connections with the Bankruptcy Judge:** There are no known connections with the judge.
- d. **Connections with Creditors:** A review of the list of creditors does not show connection with creditors listed by Debtors, except:
- i. Wells Fargo Bank: GlassRatner banks at Wells Fargo Bank and maintains its client trust accounts at Wells Fargo. Employees of GlassRatner may bank at Wells Fargo Bank. Nonetheless, the fact that GlassRatner and its employees bank at Wells Fargo Bank does not interfere with the firm's representation of Debtors.
  - ii. Wells Fargo Bank: GlassRatner has in the past been retained by various law firms representing Wells Fargo Bank with respect to loan services for a single borrower or related borrowers in matters unrelated to Debtors. GlassRatner was retained by counsel to Wells Fargo Bank in a dairy case, not related to Debtors, in 2012; however the representation concluded in June 2012. GlassRatner has never been retained by Pillsbury Winthrop et al, the attorneys representing Wells Fargo Bank on the cases here. On a regular basis GlassRatner is retained by borrowers who have loans with Wells Fargo Bank to negotiate on the borrowers behalf against Wells Fargo Bank. Prior representation on behalf of Wells Fargo or borrowers does not interfere with the firm's representation of Debtors.
- e. **Attorneys:** Glass Ratner has no known connections to attorneys involved in the case, except:
- i. Klein, DeNatale, Goldner, Cooper, Rosenlieb & Kimball, LLP: The Debtors propose to employ this firm as their attorneys. Klein, DeNatale has employed GlassRatner' Senior Managing Director, George Demos, on various other Chapter 11 cases, in his capacity as a business consultant. Klein, DeNatale also regularly refers clients in need of business or financial advice to Mr. Demos. Klein, DeNatale has used Demos' services, in his capacity as a business consultant, prior to his employment by GlassRatner. Lastly, Klein, DeNatale currently subleases office space to Demos in its Bakersfield office (but does not lease space to GlassRatner.) Our relationship is collegial, and does not interfere with GlassRatner's representation of Debtors.

- 1 f. **Accountants:** There are no known connections with any accountants.
- 2 g. **Other Professionals:** There are no known connections to the other professionals
- 3 involved in the case.
- 4 h. **United States Trustee:** There are no known connections to the United States
- 5 Trustee, or any person employed by the Office of the United States Trustee.
- 6
- 7
- 8
- 9
- 10
- 11
- 12
- 13
- 14
- 15
- 16
- 17
- 18
- 19
- 20
- 21
- 22
- 23
- 24
- 25
- 26
- 27
- 28